

WC 06-21

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

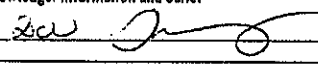
FCC/MELLON JAN 18 2006

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

STAMP & RETURN

Approved by OMB
3060-0589

Page 1 of 1

(1) LOCK BOX # 358145		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Lukas, Nace, Gutierrez & Sachs, Chartered		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO 1 1650 Tysons Boulevard			
(5) STREET ADDRESS LINE NO 2 Suite 1500			
(6) CITY McLean		(7) STATE VA	(8) ZIP CODE 22102
(9) DAYTIME TELEPHONE NUMBER (include area code) 703-584-8678		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003746385		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME RCN Corporation			
(14) STREET ADDRESS LINE NO 1 105 Carnegie Center			
(15) STREET ADDRESS LINE NO 2			
(16) CITY Princeton		(17) STATE NJ	(18) ZIP CODE 08540
(19) DAYTIME TELEPHONE NUMBER (include area code) 609-734-3827		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0011432986		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, Todd Slamowitz , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief			
SIGNATURE 		DATE 1-18-06	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described			
SIGNATURE _____		DATE _____	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)

LUKAS, NACE, GUTIERREZ & SACHS

CHARTERED

1650 TYSONS BOULEVARD, SUITE 1500

MCLEAN, VIRGINIA 22102

703 584 8678 • 703 584 8696 FAX

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TAMARA DAVIS-BROWN*

*NOT ADMITTED IN VA

Writer's Direct Dial

(703) 584-8673

tslamowitz@fccclaw.com

January 18, 2006

Via Hand Delivery

Marlene H. Dortch, Secretary

Federal Communications Commission

Wireline Competition Bureau – CPD 214 Appls.

c/o Mellon Bank

P.O. Box 358145

Pittsburgh, PA 15251-5145

**Re: Application of Con Edison Communications, LLC and RCN Corporation
under Section 214 of the Communications Act of 1934, as amended, and
Sections 63.04 and 63.24 of the Commission's Rules for Authorization to
Transfer of Control of Con Edison Communications, LLC to RCN
Corporation**

Dear Secretary Dortch,

Enclosed on behalf of Con Edison Communications, LLC ("CEC") and RCN Corporation ("RCN"), please find an original plus six (6) copies of an application for Commission approval to transfer control of CEC to RCN, pursuant to a Stock Purchase Agreement between Consolidated Edison, Inc., CEC's corporate parent, and RCN.

Pursuant to Section 63.04(b) of the Commission's rules, this application is submitted as a combined domestic Section 214 transfer of assets application and international Section 214 transfer of assets application ("Combined Application"). This Combined Application was filed with the International Bureau, in accordance with the Commission's rules, via the International Bureau Filing System (IBFS).

Also enclosed is a completed FCC Form 159 and a check made payable to the "FCC" in the amount of \$895.00 to cover the filing fee for the domestic transfer application.

If you have any questions concerning this matter, please contact me or any of the contacts listed on the application.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Todd Slamowitz", with a stylized flourish extending to the right.

Todd Slamowitz
Counsel for RCN Corporation

Enclosures

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)	
)	
Con Edison Communications, LLC)	
)	
and)	File No. ITC-T/C-2005 _____
)	
RCN Corporation)	
)	WC Docket No. 05- _____
Application Under Section 214)	
of the Communications Act of 1934,)	
as Amended, and Sections 63.04 and 63.24)	
of the Commission's Rules for Authorization)	
to Transfer Control of Con Edison)	
Communications, LLC to RCN Corporation)	
)	

**APPLICATION FOR A TRANSFER OF CONTROL OF DOMESTIC AND
INTERNATIONAL SECTION 214 AUTHORIZATIONS**

Con Edison Communications, LLC ("CEC") and RCN Corporation ("RCN") (together "Applicants"),^{1/} pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 1.763, 63.03, 63.04, 63.18, and 63.24 of the Commission's rules, 47 C.F.R. §§ 1.763, 63.03, 63.04, 63.18, and 63.24, hereby request authority to the transfer of control of CEC's domestic and international 214 authorizations from CEC to RCN, pursuant to a Stock Purchase Agreement ("Agreement") between CEI (indirect corporate parent of CEC) and RCN.

^{1/} RCN is a publicly traded Delaware corporation (NASDAQ: RCNI) with its principal executive offices at 196 Van Buren Street, Suite 300, Herndon, VA 20170. CEC is a subsidiary of Consolidated Edison Communications Holding Company, Inc. ("CEC Holding Company"), which is a wholly owned subsidiary of Consolidated Edison, Inc. ("CEI"). CEI, a New York corporation, is a publicly traded company (NYSE: ED) with its principal executive offices located at 4 Irving Place, New York, New York. CEI is one of the largest investor-owned energy companies in the United States. Statements herein with respect to RCN and/or any other entity currently affiliated therewith, are made by and attributable exclusively to RCN and its affiliates. Statements herein with respect to CEI, the current CEC, and/or the current CEC Holding Company, are made by and attributable exclusively to CEI and its affiliates.

As permitted by Section 63.04(b) of the Commission's rules, 47 C.F.R. § 63.04(b), Applicants are filing a combined domestic and international Section 214 transfer of control application. In connection with the proposed transfer of control of CEC, a Commission licensee that holds international and domestic Section 214 authority, Applicants provide below the information required by Sections 63.18 and 63.24(a) of the Commission's rules, 47 C.F.R. §§ 63.18, 63.24(a). In addition, in place of an exhibit, the information required by Section 63.04(a)(6) through (a)(12) of the Commission's rules, 47 C.F.R. § 63.04(a)(6)-(12), with respect to the transfer of control of CEC's domestic interstate operations, which are conducted by virtue of blanket domestic authority under Section 214, is provided in Section V below.^{2/}

Applicants respectfully request streamlined, expedited treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's rules, 47 C.F.R. §§ 63.03, 63.12. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's rules, 47 C.F.R. § 63.03(b)(2)(i), because neither CEC, RCN nor their respective affiliates are dominant with respect to any telecommunications service. As a result of the transaction, RCN and its affiliates together will have market share in the interstate, interexchange market of substantially less than ten percent (10%), and will not be dominant with respect to any domestic telecommunications service. This Application also qualifies for streamlined treatment under Section 63.12 because: (i) neither CEC nor RCN is affiliated with a dominant foreign carrier; (ii) as a result of the transaction, neither RCN nor its affiliates will become affiliated with any foreign carrier; and (iii) none of the other scenarios outlined in Section 63.12(c) apply.

^{2/} CEC has authorization to provide domestic interstate services on a non-dominant basis in the following states: Connecticut, Delaware, Maine, Massachusetts, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, and Washington, D.C.

I. The Applicants

A. Con Edison Communications, LLC

CEC is a New York limited liability company that builds and operates fiber optic networks to provide telecommunications services. CEC is a subsidiary of CEC Holding Company.^{3/} CEC holds an international Section 214 authorization to provide global facilities-based and global resale services. *See* File Number ITC-214-20001128-00698 (issued December 21, 2000) (*pro forma* transfer from Consolidated Edison Communications, Inc. to CEC noted on January 29, 2002).

CEC offers a comprehensive range of data and voice transport products and services designed to enhance the performance of its customers' networks. CEC built and operates its own fiber optic network providing managed data transport services, custom networks, local and long distance voice services, and Internet access services. CEC serves local and long distance carriers, Fortune 1000 corporations, small and medium businesses, and Internet, cable, wireless, and video companies.

B. RCN

RCN, a Delaware Corporation, is one of the largest facilities-based competitive providers of bundled phone, cable and high speed Internet services delivered over its own fiber-optic local network to consumers in the most densely populated markets in the U.S.. RCN currently provides certified telecommunications services in Massachusetts, New York, Pennsylvania, Washington, DC, Maryland, Virginia, Illinois and California, through several subsidiaries.

RCN and several of its affiliates are authorized to provide both domestic and international interexchange services and an RCN affiliate (RCN Telecom Services, Inc.) holds

^{3/} *See supra* note 1.

an international Section 214 authorization to provide global facilities-based and global resale services.

II. Description of the Proposed Transaction (Answer to Question 13)

Pursuant to the Agreement, RCN will purchase all of the outstanding shares of the capital stock of CEC Holding Company (indirect parent of CEC) for cash. CEC Holding Company will thereafter become a direct subsidiary of RCN.^{4/} Attached hereto as Exhibit A are charts illustrating the existing structure of the companies, the proposed stock transfer, and the proposed final structure upon transfer of control.

RCN submits that its significant expertise and technical competence will strengthen CEC's operations. RCN's qualifications to hold Section 214 authorizations are a matter of public record. Going forward, this transaction is anticipated to enhance the ability of CEC to attract capital investment. Approval of the proposed transaction should increase competition by strengthening the financial and competitive position of CEC and allow CEC to expand its operations, while continuing to provide high quality, innovative and competitively-priced service to its existing customers and to new subscribers.

III. The Proposed Transaction Furthers the Public Interest

The proposed transaction furthers the public interest in the following respects: (i) depth of management will be strengthened by the combination of management expertise and experience; (ii) as an affiliate of RCN, CEC will have access to the public capital markets which can provide support for the expansion of the services CEC offers; (iii) no service interruptions are contemplated; (iv) it will not change the existing terms or conditions of the service now being provided by CEC; and (v) it will be transparent to the customers of CEC.

^{4/} On or prior to consummation of the transactions contemplated by the Agreement, the name of CEC will be changed to RCN New York Communications, LLC and the name of CEC Holding Company will be changed to RCN New York Communications Holding Company, Inc.

The proposed transaction is intended to enhance the financial, managerial, and technical qualifications of CEC to provide telecommunications services. RCN is a publicly traded Delaware corporation that is a financial stable and operational company. Following the proposed transaction, CEC will have the financial support of RCN and will continue to deliver advanced telecommunications services. In addition, CEC's ability to provide telecommunications services will be further enhanced by the proposed transaction through its access to the telecommunications expertise of its new parent, RCN. The blend of RCN's and CEC's existing technical experience will enhance CEC's ability to continue to efficiently provide and expand its competitive services.

The consummation of the proposed transaction is not expected to affect the day-to-day operations of CEC and will not adversely affect the services currently provided by CEC. CEC will continue to provide service to all of its existing customers without interruption, consistent with its existing tariffs and applicable law. CEC also will continue to hold authority to operate and expects to retain its customer contacts. The proposed transaction will be transparent to the customers of CEC. There will be no change in the terms, conditions, or price of service, and no detrimental change in customer service. In addition, it is anticipated that CEC's management and employees will remain primarily the same upon consummation of the proposed transaction. The proposed transaction will have no negative effects, and the stock transfer will not change the qualifications of CEC. The Applicants submit that CEC is, and will continue to be, well qualified to continue providing telecommunications services.

In sum, the proposed transaction should strengthen the ability of CEC to compete and to offer enhanced telecommunications services. The proposed transaction will place CEC in a better position to continue to provide and expand service offerings to its customers. The

proposed transaction will not have a detrimental effect on, or result in a material change in, the services provided to existing customers of CEC.

IV. Information Required by Section 63.24(e) of the Commission's Rules

Pursuant to Section 63.24(e) of the Commission's rules, Applicants submit the following information from Section 63.18(a)-(d) for the Transferor and the Transferee, and from Section 63.18(h)-(p) for the Transferee:

Section 63.18 (Transferor and Transferee)

(a) Name, address and telephone number of each Applicant:

Transferor

Con Edison Communications, LLC
55 Broad Street, 22nd Floor
New York, New York 10004
Tel: (212) 324-5000
Fax: (212) 324-5050
FRN: 0006254403

Transferee

RCN Corporation
196 Van Buren Street, Suite 300
Herndon, VA 20170
Tel: 1-800-RING RCN
FRN: 0011432986

(b) Jurisdiction of Organizations:

CEC is a limited liability company organized under the laws of the State of New York. RCN is a corporation organized under the laws of the State of Delaware.

(c) Correspondence concerning this Application should be sent to (Answer to Question 10):

For CEC:

David W. Robinson, Esq.
Vice President and General Counsel

Jeffrey L. Riback, Esq.
Assistant General Counsel

Con Edison Communications, LLC
55 Broad Street, 22nd Floor
New York, NY 10004
(212) 324-5010
(212) 324-5050 – Fax
RobinsonD@conedcom.com

Consolidated Edison Company of New York, Inc.
4 Irving Place – Rm. 1820
New York, NY 10003
(212) 460-6677
(212) 260-8627 - Fax
RibackJ@coned.com

For RCN:

Joseph Kahl
Director, Regulatory and External Affairs
RCN Corporation
105 Carnegie Center
Princeton, NJ 08540
(609) 734-3827
(609) 734-6167 – fax
joseph.kahl@rcn.net

Thomas Gutierrez, Esq.
Lukas, Nace, Gutierrez & Sachs
1650 Tysons Boulevard, Suite 1500
McLean, VA 22102
(703) 584-8678
(703) 584-8696 – fax
tgutierrez@fcclaw.com

(d) Existing Section 214 Authority:

CEC holds an international Section 214 authorization to provide global facilities-based and global resale services. *See* File Number ITC-214-20001128-00698 (issued December 21, 2000) (*pro forma* transfer from Consolidated Edison Communications, Inc. to CEC noted on January 29, 2002). RCN's operating subsidiary, RCN Telecom Services, Inc., holds global resale and facilities-based international Section 214 authorization. *See* File Numbers ITC-214-19961004-00490, ITC-214-19970707-00379, ITC-214-19970707-00384, ITC-214-19970717-00411, and ITC-214-19970723-00430. RCN's existing 214 authority will remain unchanged as a result of this transaction.

ANSWER TO QUESTION 11

Section 63.18 (Transferee)

(h) Name, Address, Citizenship and Principal Business of Owners with 10% or Greater Direct or Indirect Ownership Interest:

Following the close of the transaction, the following will hold a 10% or greater interest in CEC (which will be renamed RCN New York Communications, LLC):

Name/Address/Citizenship	Principal Business	Percent of Interest Held
CEC Holding Company (which will be renamed RCN New York Communications Holding Company, Inc.)	Holding Co.	100% (direct interest)
RCN	Holding Co.	100% (indirect interest) ⁵

Following the close of the transaction, no entity will hold a 10% or greater interest in RCN.

Other than the foregoing, following the transaction, no other person or entities will directly or indirectly own ten percent (10%) or more of the equity of Applicants.

ANSWER TO QUESTION 12

RCN has no interlocking officers and directors with foreign carriers.

ANSWERS TO QUESTIONS 14-16, 18

(i) Foreign Carrier Certification:

RCN certifies that it is not a foreign carrier within the meaning of 63.09(d) of the Commission's rules. It is not directly affiliated, within the meaning of 63.09 of the Commission's rules, with any foreign carriers.

(j) Destination Country Certification:

⁵ RCN will own 100% of CEC Holding Company (which will be renamed RCN New York Communications Holding Company, Inc.), which in turn, will own 100% of CEC (which will be renamed RCN New York Communications, LLC).

RCN does not seek to provide international telecommunications services to any destination country in which: (1) RCN is a foreign carrier in that country; (2) RCN controls a foreign carrier in that country; or (3) any entity that owns more than 25 percent of RCN; or that controls RCN, controls a foreign carrier in that country. RCN also hereby certifies that it does not seek to provide international telecommunications services to any destination country in which two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of RCN and are parties to, or the beneficiaries of, a contractual relation affecting the provision of marketing of international basic telecommunications services in the United States.

(k)-(m) Not applicable because RCN is not a foreign carrier and is not affiliated with a foreign carrier.

(n) Special Concessions from Foreign Carriers:

Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any United States international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Certification Regarding Section 5301 of Anti-Drug Abuse Act of 1988:

Applicants certify pursuant to Sections 1.2001 through 1.2003 of the Commission's rules, 47 C.F.R. §§ 1.2001-1.2003, that no party to the Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(p) Streamlined Processing:

This international Section 214 Application qualifies for streamlined processing pursuant to Section 63.12(a) of the Commission's rules.

V. Additional Information Required by Section 63.04 of the Commission's Rules

Pursuant to Section 63.04 of the Commission's rules, 47 C.F.R. § 63.04, Applicants also request authority to transfer control of CEC's blanket domestic Section 214 authority to RCN. Applicants are filing a combined application to assign the authorizations pursuant to Section 63.04(b) of the Commission's rules. 47 C.F.R. § 63.04(b). Applicants provide the following information in support of their request:

63.04(a)(6): Description of the Transaction

The proposed transaction is described above in **Section II above**.

63.04(a)(7): Description of Geographic Service Area and Services in Each Area

CEC is a facilities-based interstate domestic telecommunications provider in the eastern United States. It offers a comprehensive range of data and voice transport products and services designed to enhance the performance of its customers' networks. CEC built and operates its own fiber optic network providing managed data transport services, custom networks, local and long distance voice services, and Internet access services. CEC serves local and long-distance carriers, Fortune 1000 corporations, small and medium businesses, and Internet, cable, wireless, and video companies. CEC is certificated to offer regulated services in the states of Connecticut, Delaware, District of Columbia, Maine, Massachusetts, New Jersey, New York, Pennsylvania, Rhode Island, and Vermont.

63.04(a)(8): Presumption of Non-Dominance and Qualification for Streamlining

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's rules because: (a) upon completion of the transaction, RCN will continue to have less than ten percent (10%) market share in the interstate, interexchange market; (b) neither RCN, CEC, nor any of their affiliates are

dominant with respect to any service; and (c) Applicants and their affiliates will provide local exchange service only in areas served by dominant local exchange carriers.

63.04(a)(9): Other Pending Commission Applications Concerning the Proposed Transaction

There are no other applications pending before the Commission concerning this proposed transaction.

63.04(a)(10): Special Consideration

None.

63.04(a)(11): Waiver Requests (If Any)

None.

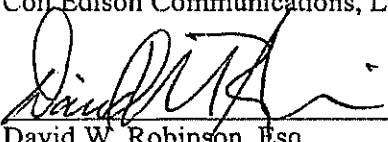
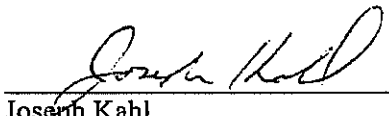
63.04(a)(12): Public Interest Statement

The proposed transaction is in the public interest for the reasons detailed in Section III above.

VI. Conclusion

Based on the foregoing, Commission approval of the transfer of control set forth in this Application will serve the public interest, convenience, and necessity. Accordingly, Applicants respectfully request that the Commission grant this Application as expeditiously as possible through its streamlined processing procedures.

Respectfully submitted,

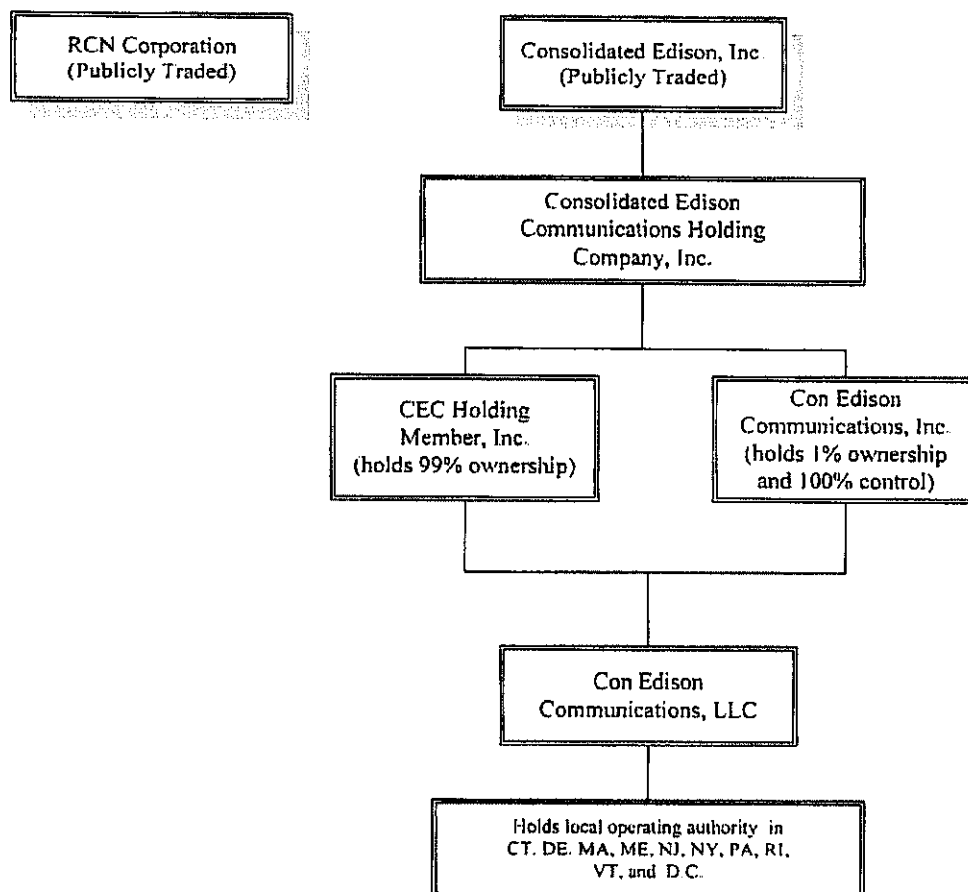
<p>Con Edison Communications, LLC</p>  <p>David W. Robinson, Esq. Vice President and General Counsel Con Edison Communications, LLC 55 Broad Street, 22nd Floor New York, NY 10004 (212) 324-5010 (212) 324-5050 – Fax RobinsonD@conedcom.com</p>	<p>RCN Corporation</p>  <p>Joseph Kahl Director, Regulatory and External Affairs RCN Corporation 105 Carnegie Center Princeton, NJ 08540 (609) 734-3827 (609) 734-6167 - Fax joseph.kahl@rcn.net</p>
<p>Jeffrey L. Riback, Esq. Assistant General Counsel Consolidated Edison Company of New York, Inc. 4 Irving Place – Rm. 1820 New York, NY 10003 (212) 460-6677 (212) 260-8627 – Fax RibackJ@coned.com</p> <p>Its Attorney</p>	<p>Thomas Gutierrez, Esq. Lukas, Nace, Gutierrez, & Sachs, Chartered 1650 Tysons Blvd, Suite 1500 McLean, VA 22102 (703) 584-8678 (703) 584-8696 – Fax tgutierrez@fcclaw.com</p> <p>Its Attorney</p>

Dated: December 12, 2005

Exhibit A

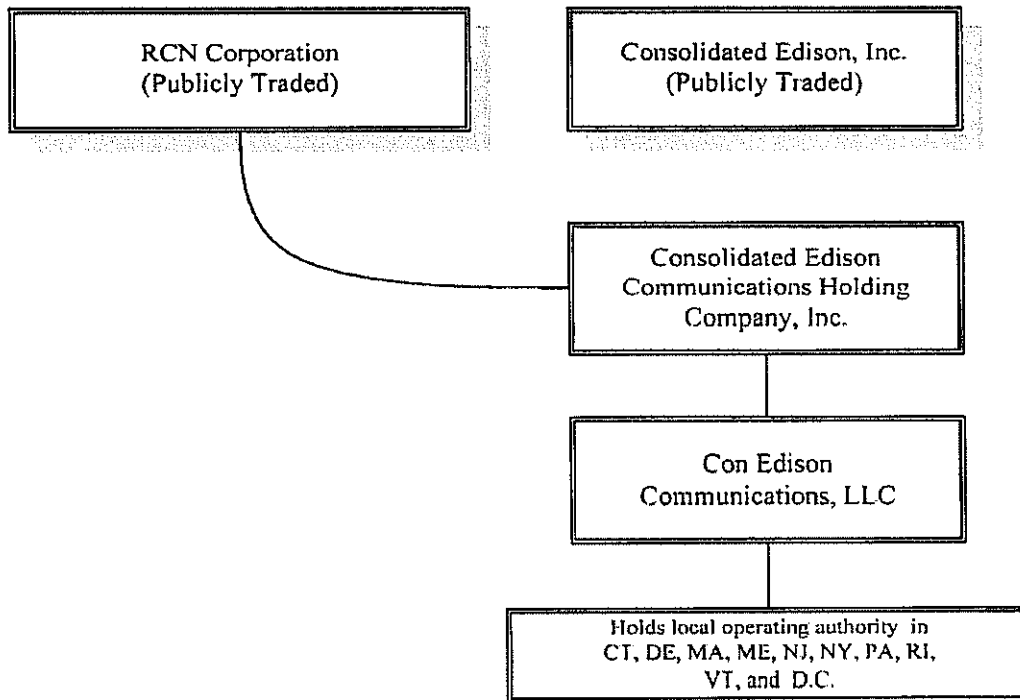
Transfer of Control of Con Edison Communications, LLC and its affiliates to RCN Corporation

Step 1: Companies Today



Transfer of Control of Con Edison Communications, LLC and its affiliates to RCN Corporation

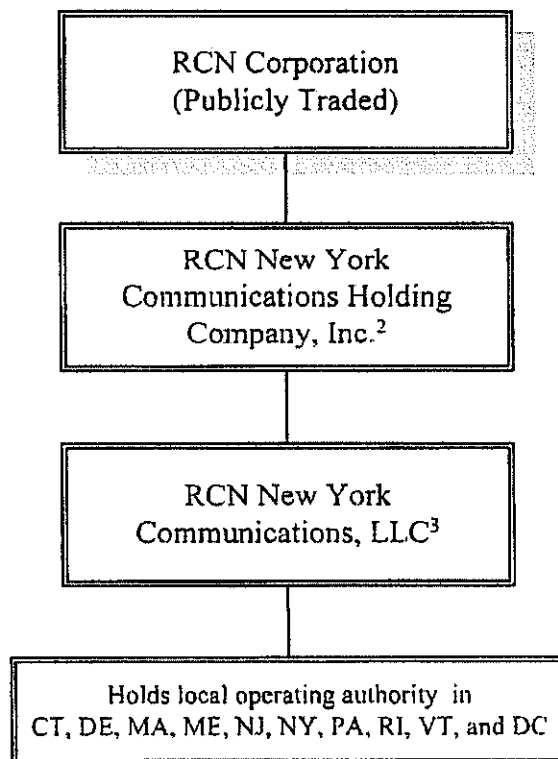
Step 2: Transaction¹



¹ As part of an internal restructuring prior to or at closing, Con Edison Communications, Inc. and CEC Holding Member, Inc. will likely be merged into one another or into Con Edison Communications Holding Company, Inc.

**Transfer of Control of Con Edison Communications, LLC
and its affiliates to RCN Corporation**

Step 3: Post Transaction



² Formerly Consolidated Edison Communications Holding Company, Inc

³ Formerly Con Edison Communications, LLC